## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
	3235-0287								
Estimated average burden									
hours per response:	0.5								

										' '		940									
1. Name and Address of Reporting Person*  BERMAN MICHAEL BRUCE							2. Issuer Name <b>and</b> Ticker or Trading Symbol  EQUITY LIFESTYLE PROPERTIES INC  [FLS]										5. Relationship of Reporting Person(s) to Iss (Check all applicable) Director 10% Ow				
(Last) (First) (Middle) 424 WEST HURON STREET						3. Date of Earliest Transaction (Month/Day/Year) 05/01/2009									X Officer (give title Other (specify below)  EVP & CFO						
(Street) CHICAGO IL 60610  (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person							
	Tabl	e I - Noi	n-Deriva	ative	Se	curiti	es Aco	quired,	Dis	posed o	f, o	r Ben	efici	ally C	wne	ed					
Date					ar)   i	2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Code (Instr.					4 and Secu Bene Own		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)		Price	, l	Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Stock, par	/2009	2009		I		38		A	\$32	2.21	49,517.88		D								
Common Stock, par value \$.01																120.3	I		by 401k Plan		
Common Stock, par value \$.01														8,333		I		by Trust			
	Та														ned		,				
2. Conversion or Exercise Price of Derivative Security		Execution if any	Date,	Transaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratic (Month/E	on Dat	e aar)	Amo		ount	Deriva Secur	erivative ecurity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: t (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Find State of the	(First) (CST HURON STREET  GO IL (State) (CST HURON STREET  GO IL (State) (CST HURON STREET  Security (Instr. 3)  Stock, par value \$.01  Stock, par value \$.01  Table (State) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  ST HURON STREET  GO IL 60610  (State) (Zip)  Table I - Not  Security (Instr. 3)  Stock, par value \$.01  Stock, par value \$.01  Table II - I  (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ST HURON STREET  GO IL 60610  (State) (Zip)  Table I - Non-Deriv Security (Instr. 3)  Stock, par value \$.01  Stock, par value \$.01  Stock, par value \$.01  Table II - Derivati (e.g., pt. (Month/Day/Year))  2. Transaction Date (Month/Day/Year)  [Stock	AN MICHAEL BRUCE  (First) (Middle)  ST HURON STREET  GO IL 60610  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock, par value \$.01  Stock, par value \$.01  Stock, par value \$.01  Table II - Derivative \$ (e.g., puts, concentrative \$	AN MICHAEL BRUCE  (First) (Middle)  ST HURON STREET  GO IL 60610  (State) (Zip)  Table I - Non-Derivative Seed (Month/Day/Year)  Stock, par value \$.01  Stock, par value \$.01  Stock, par value \$.01  Table II - Derivative Seed (e.g., puts, calls of Derivative Seed (Month/Day/Year)  2. Transaction (Month/Day/Year)  Table II - Derivative Seed (e.g., puts, calls of Derivative Seed (Month/Day/Year)  A. If American (Month/Day/Year)  Stock, par value \$.01  Table II - Derivative Seed (e.g., puts, calls of Derivative Seed (month/Day/Year)  A. If American (Month/Day/Year)  Stock, par value \$.01  Table II - Derivative Seed (e.g., puts, calls of Derivative Seed (month/Day/Year)  A. If American (Month/Day/Year)	AN MICHAEL BRUCE  (First) (Middle)  ST HURON STREET  GO IL 60610  Table I - Non-Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warn (Month/Day/Year)	AN MICHAEL BRUCE  (First) (Middle)  ST HURON STREET  (State) (Zip)  Table I - Non-Derivative Securities Accurate (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, par value \$.01  Stock, par value \$.01  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock, par value \$.01  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  3. Transaction Date Execution Date, (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities Acquedited (A) or Disposed of (D) (Instr. 3, 4 and 5)	AN MICHAEL BRUCE  (First) (Middle)  (ST HURON STREET  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  (A) or Disposed (Month/Day/Year)	Code   Code	Code   Namount   Stock, par value \$.01   Stock, par	Conversion   Con	Conversion   Con	Code   V   Amount   Code   (Instr. 3)   As   As   As   As   As   As   As   A	Check: AN MICHAEL BRUCE   ELS     3. Date of Earliest Transaction (Month/Day/Year)   05/01/2009   4. If Amendment, Date of Original Filed (Month/Day/Year)   05/01/2009   4. If Amendment, Date of Original Filed (Month/Day/Year)   6. Individual Filed (Month/Day/Year)   6. Individual Filed (Month/Day/Year)   7. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Of Code (Instr. 3)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction Date (P.S. 2004)   1   38   A   \$32.21   3. Transaction Date (P.S. 2004)   3. Transaction Date (P.S. 2004)   3. Transaction Date (Month/Day/Year)   4. Securities Acquired (A) or (Date (Month/Day/Year)   5. Number (Month/Day/Year)   6. Individual Filed (Month/Day/Year)   7. Individual Filed (Month/Day/Year)   7. Individual Filed (Month	Check all applies   Chec	EQUITY LIFESTYLE PROPERTIES INC  [Check all applicable) Director X Officer (give title below) EVP.  3. Date of Earliest Transaction (Month/Day/Year) GO IL 60610  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  Stock, par value \$.01  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Forward (Plansaction) (Code V Amount (A) or Price (Plansaction) (B) Transaction (B) Transaction) (Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (B)  Stock, par value \$.01  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (B) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Plansaction) (Code V Amount (A) or Price (Plansaction) (B) Transaction (B) Transaction) (Code V Amount (B) Transaction (Plansaction) (Code V Amount (Cod	AN MICHAEL BRUCE  (First) (Middle)  ST HURON STREET  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Mo	AN MICHAEL BRUCE  (First) (Middle)  ST HURON STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock, par value \$.01  Stock, par value \$.01  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Stock, par value \$.01  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Stock, par value \$.01  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Stock, par value \$.01  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Stock, par value \$.01  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Stock, par value \$.01  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Stock, par value \$.01  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Stock, par value \$.01  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Stock, par value \$.01  Amount of Caperial Parks (Month/Day/Year) (Month/Day/Year)  Amount of Caperial Parks (Month/Day/Year) (		

**Explanation of Responses:** 

Mary Jo Kucera by Power of **Attorney for Michael Berman** 

05/04/2009

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.